



Honorable Mike K. Nakagawa
United States Bankruptcy Judge



Entered on Docket
June 27, 2023

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UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re

CASH CLOUD, INC.,
dba COIN CLOUD,

Debtor.

Case No. BK-23-10423-mkn

Chapter 11

**ORDER APPROVING STIPULATION
(1) RESOLVING ROCKITCOIN, LLC'S
OBJECTION TO AMENDED MOTION
FOR ORDER: (A) CONFIRMING
AUCTION RESULTS; (B) APPROVING
THE SALE OF CERTAIN OF DEBTORS
ASSETS TO HELLER CAPITAL GROUP,
LLC, AND GENESIS COIN, INC., FREE
AND CLEAR OF LIENS CLAIMS,
ENCUMBRANCES, AND OTHER
INTERESTS; (C) AUTHORIZING THE
ASSUMPTION AND ASSIGNMENT OF
CERTAIN OF THE DEBTOR'S
EXECUTORY CONTRACTS AND
UNEXPIRED LEASES RELATED
THERETO; AND (D) GRANTING
RELATED RELIEF; AND
(2) DISMISSING ADVERSARY
PROCEEDING CASE NO. 23-01105-MKN**

Upon consideration of the *Stipulation (I) Resolving RockItCoin, LLC's Objection to Amended Motion for Order: (A) Confirming Auction Results; (B) Approving the Sale of Certain of Debtor's Assets to Heller Capital Group, LLC, and Genesis Coin, Inc., Free and Clear of Liens Claims, Encumbrances, and Other Interests; (C) Authorizing the Assumption and Assignment of Certain of the Debtor's Executory Contracts and Unexpired Leases Related Thereto; and (D) Granting Related Relief*; and Dismissing Adversary Proceeding Case No. 23-01105-mkn [ECF No. 768] (the "Stipulation");

IT IS HEREBY ORDERED that the Stipulation is approved.

IT IS FURTHER HEREBY ORDERED that:

1. Debtor shall pay to RockItCoin, directly from its sale proceeds at any closing(s) of the sale(s) to Genesis Coin and Heller Capital: (a) the amount of the Break-Up Fee, reduced by \$2,700.00 for costs associated with the filing of the Complaint, for a total Break-Up Fee amount of \$186,060.00; and (b) the Expense Reimbursement in the amount of \$150,000.00;

2. The Sale Order(s) approving the sales to Genesis Coin and Heller Capital (if entered) shall contain provisions authorizing and requiring the payments described in Paragraphs 1 of the Stipulation;

3. In the event the sales to Genesis Coin and Heller Capital do not close, all parties reserve all rights, arguments and remedies as to Break-Up Fee and the Expense Reimbursement (e.g. RockItCoin reserves to assert an administrative claim in the amount of the Break-Up Fee and Expense Reimbursement pursuant to the Stalking Horse APA and the Debtor and all other parties reserve all arguments/defenses to same);

4. Within five (5) business days of the entry of this Order, the Parties shall jointly instruct the Escrow Agent (as provided for in the Escrow Agreement) to release and return the Deposit and any other amounts held by Escrow Agent under the Escrow Agreement (e.g. interest) to RockItCoin;

5. RockItCoin agrees and affirms that from the date hereof it will have no direct contact (e.g. will not call, email, text, message, etc.) with any non-rejected Debtor host lease counterparty, until such time that an order rejecting any such contract is entered by the Court;

6. Debtor reserves all rights to pursue any and all legal and equitable remedies to the extent that RockItCoin breaches Paragraph 5 of the Stipulation;

7. Debtor's professionals agree to not seek compensation from Debtor's estate for the \$2,700.00 in costs and expenses associated with the filing of the Adversary Proceeding;

8. RockItCoin's Objection to the Sale Motion is withdrawn/resolved; and

9. Within three (3) business days of the entry of this Order, the Debtor shall dismiss the Adversary Proceeding with prejudice with each party to bear its own fees and costs.

IT IS SO ORDERED.

Prepared and respectfully submitted by:

FOX ROTHSCHILD LLP

By: /s/Brett A. Axelrod
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